

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|---------------------------------|---------------------------------|-----------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/29/2005 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Good Health Natural Foods, Inc. | | 09/19/2005 | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Good Health Natural Foods, Inc. | | |
| Street Address: | 81 Scudder Avenue | | |
| City: | Northport | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 11768 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 25 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2729656 | BISTRO CHIPS | |
| Registration Number: | 2768509 | GARDEN STICKS | |
| Registration Number: | 2848177 | GATOR BITES | |
| Registration Number: | 2450380 | GOOD HEALTH | |
| Registration Number: | 2608127 | MELANGE | |
| Registration Number: | 2602414 | ROSEE | |
| Registration Number: | 2252045 | SOUTH OF FRANCE | |
| Registration Number: | 2293775 | VEGGIE BITZ | |
| Registration Number: | 2796316 | VEGGIE CRINKLE | |
| Registration Number: | 2673332 | VEGGIE RINGS | |
| Registration Number: | 2267911 | VEGGIE STICKS | |
| Registration Number: | 2143742 | VEGGIE STIX | |
| Registration Number: | 2903184 | VEGGIE STIX | |

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|----------------------|----------|---------------|
| Registration Number: | 2845195 | VEGIMALS |
| Serial Number: | 78393605 | CARBITOS |
| Serial Number: | 78393608 | CARBITOS |
| Serial Number: | 78140914 | COOL COOKED |
| Serial Number: | 78136600 | DREAM POPS |
| Serial Number: | 78348392 | DREAM POPS |
| Serial Number: | 78404336 | MAC N' CRUNCH |
| Serial Number: | 78398241 | PROCHIPS |
| Serial Number: | 78398230 | PROSTIX |
| Serial Number: | 78356068 | SOLEA |
| Serial Number: | 78357834 | VEGGIE PARTY |
| Serial Number: | 78356071 | SOLEA |

CORRESPONDENCE DATA

Fax Number: (612)335-1657
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612-335-1448
 Email: eric.paulsrud@leonard.com
 Correspondent Name: Eric D. Paulsrud
 Address Line 1: 150 South 5th Street
 Address Line 2: Suite 2300
 Address Line 4: Minneapolis, MINNESOTA 55402

| | |
|-------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 07571.00001 |
| NAME OF SUBMITTER: | Eric D. Paulsrud |
| Signature: | /Eric D. Paulsrud/ |
| Date: | 04/30/2006 |

Total Attachments: 23

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State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 13 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State



State of California Secretary of State

LIMITED LIABILITY COMPANY CERTIFICATE OF MERGER

(Corporations Code Section 17552)

Filing Fee - Please see instructions.
IMPORTANT - Read instructions before completing this form.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 29 2005

This Space For Filing Use Only

| | | | |
|--|--|---|--------------------------------|
| 1. Name of surviving entity: Good Health Operating Corporation | 2. Type of entity: Corporation | 3. Secretary of State File Number: | 4. Jurisdiction: Delaware |
| 5. Name of disappearing entity: EnergyWell Natural Foods, LLC | 6. Type of entity: Lim. Liability Co. | 7. Secretary of State File Number: (CA)000400910025 | 8. Jurisdiction: California |
| 9. Future effective date, if any: 12:01 A.M., P.S.T., Month December Day 29 Year 2005 | | | |
| 10. If a vote was required pursuant to Section 17551 or Section 1143, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required: Surviving Entity Each class entitled to vote 100 shs. Common Stock Percentage of vote required 51% | | Disappearing Entity Each class entitled to vote 1 Member Percentage of vote required 51% | |
| 11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. | | | |
| SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 12 AND PROCEED TO ITEM 15 | | | |
| 12. Recalculate changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary. | | | |
| SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY, COMPLETE ITEMS 13 AND 14. | | | |
| 13. Principal business address of the surviving foreign limited liability company or other business entity: Address: 81 Scudder Avenue City: Northport State: NY Zip Code: 11768 | | | |
| 14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary. See Schedule A attached | | | |
| 15. Number of pages attached, if any: 1 | | | |
| 16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this document, which execution is my act and deed. | | | |
| By: <u>[Signature]</u> 12/29/05 Signature of Authorized Person for the Surviving Entity Date | | Terry Hunt - CEO Type or Print Name and Title of Person Signing Date | |
| By: <u>[Signature]</u> Signature of Authorized Person for the Disappearing Entity Date | | Type or Print Name and Title of Person Signing Date | |
| By: <u>[Signature]</u> 12/29/05 Signature of Authorized Person for the Disappearing Entity Date | | Terry Hunt - CEO Type or Print Name and Title of Person Signing Date | |
| SECRETARY (REV. 00/05) | | | |

CHS - 2540 C.T. System (Rev. 00/05)

FORM LLC-6 - FILING FEE: SEE INSTRUCTIONS
Approved by Secretary of State

SCHEDULE A
TO
LIMITED LIABILITY COMPANY CERTIFICATE OF MERGER

14(a) Pursuant to paragraph (g)(1) of California Corporations Code Section 17555, Good Health Operating Corporation (the "Company") hereby agrees that it may be served in this state in a proceeding for the enforcement of an obligation of any constituent entity and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity.

14(b) Pursuant to paragraph (g)(2) of California Corporations Code Section 17555, the Company hereby irrevocably appoints the Secretary of State of the State of California as its agent for service of process in the State of California. All process should be forwarded to Good Health Operating Corporation, 81 Scudder Avenue, Northport, NY 11768.

14(c) Pursuant to paragraph (g)(3) of California Corporations Code Section 17555, the Company agrees that it will promptly pay the holder of any dissenting interest or dissenting share in a constituent domestic limited liability company or domestic other business entity the amount to which that person is entitled under California law. Leg.H. 1994 ch. 1200, effective September 30, 1994.

AGREEMENT AND PLAN OF MERGER

This is an Agreement and Plan of Merger (the "Plan of Merger"), dated as of Sept. 19, 2005, by and among Good Health Operating Corporation, a Delaware corporation (the "Parent"), Good Health Natural Foods, Inc., a California corporation and a wholly-owned subsidiary of the Parent ("GHNF"), EnergyWell Natural Foods, LLC, a California limited liability company of which the Parent is the sole member ("EnergyWell"), and South of France LLC, a New York limited liability company of which the Parent is the sole member (individually, "South of France," and together with GHNF and EnergyWell, the "Subsidiary Entities").

WHEREAS, the Boards of Directors and sole stockholders of each of the Parent and GHNF and the sole member of each of EnergyWell and South of France declare it advisable, desirable and to the advantage, welfare, and best interests of said corporations and said limited liability companies and their respective sole stockholder and member to merge each of the Subsidiary Entities with and into the Parent, with the Parent as the surviving entity, pursuant to the provisions of (i) the Delaware General Corporation Law, (ii) the California General Corporation Law, (iii) the California Limited Liability Company Act and (iv) the New York Limited Liability Company Law upon the terms and conditions hereinafter set forth (the "Merger");

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the parties hereby prescribe the terms and conditions of the merger and the mode of carrying the same into effect as follows:

1. **Merger of the Subsidiary Entities with and into Good Health Operating.** At the Effective Time (as such term is defined in Section 8 hereof), each of the Subsidiary Entities will merge with and into the Parent (the "Merger"), and the separate existence of each of the Subsidiary Entities will cease. The Parent, which is sometimes hereinafter referred to as the "Surviving Company," will be the surviving company from and after the Effective Time (as hereinafter defined) of the Merger, and shall continue to exist as said Surviving Company pursuant to the provisions of the Delaware General Corporation Law. As a result of the Merger, all of the assets, properties and rights, and all of the debts, obligations and liens, of each of the Subsidiary Entities shall be vested in the Surviving Company, and the effects of the Merger shall be as provided in the applicable state laws.

2. **Outstanding Shares Entitled to Vote on the Merger.** As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

| <u>Name of Corporation</u> | <u>Designation and Number of Shares in Each Class or Series</u> | <u>Class or Series of Shares Entitled to</u> | <u>Shares Entitled to Vote as a Class</u> |
|----------------------------|---|--|---|
|----------------------------|---|--|---|

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| | <u>Outstanding</u> | <u>Vote</u> | |
|---|-----------------------------------|--------------|-----------------------------------|
| Good Health Operating Corporation | Common Stock 100 shares | Common Stock | Common Stock 100 shares |
| Good Health Natural Foods, Inc. | Common Stock 10,000 shares | Common Stock | Common Stock 10,000 shares |

3. Approval of Merger. The Plan of Merger has been authorized and approved by resolutions of the Board of Directors and the sole stockholder of the Parent, the Board of Directors and the sole stockholder of GHNF, and by resolutions of the sole member of each of EnergyWell and South of France, adopted by written consents dated as of the date hereof, in accordance with applicable state laws.

4. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of the Parent shall be the Certificate of Incorporation of the Surviving Company, until thereafter changed as provided therein and by applicable law, except that the name of the Surviving Company shall be changed to "Good Health Natural Foods, Inc."

5. Directors and Officers. The directors and officers of the Parent immediately prior to the Effective Time of the Merger shall be the directors and officers, respectively, of the Surviving Company from and after the effective time of the Merger until their successors have been duly elected, appointed or qualified or until the earlier of their death, resignation or removal in accordance with the Certificate of Incorporation and Bylaws of the Surviving Company.

6. Bylaws. At the Effective Time, the Bylaws of the Parent shall be the Bylaws of the Surviving Company, until thereafter amended as provided therein and by law.

7. Shares and Limited Liability Company Membership Interests. At the Effective Time, and by virtue of the Merger, each then issued and outstanding share of the capital stock, and each share held in the treasury, of GHNF, and each outstanding unit representing a membership interest in each of EnergyWell and South of France shall be cancelled. No shares or other securities or other obligations of the Parent or any other entity shall be issued in consideration for the cancellation of the shares of GHNF or the membership interests of either of EnergyWell or South of France. The sole stockholder of GHNF and the sole member of each of EnergyWell and South of France have consented to such cancellations and waived receipt of any consideration therefor. Each issued and outstanding share of the capital stock of the Parent shall remain issued and outstanding without change.

8. **Filing, Effective Time.** If this Plan of Merger has not been earlier terminated pursuant to Section 9 hereof, (i) the parties will cause to be executed and filed and recorded any document or documents prescribed by applicable state laws, including but not limited to the appropriate statutory merger filings; (ii) will cause to be performed all necessary acts within the States of Delaware, California, New York and elsewhere to effectuate the Merger herein provided for; and (iii) this Plan of Merger shall become effective upon the receipt of any necessary approvals or clearances and the filing of the statutory merger filings in accordance with applicable state laws. The effective time referred to in this subsection (iii) is referred to herein as the "**Effective Time.**" It is understood that the parties hereto intend that the Effective Time shall occur as of the date of this Plan of Merger or as soon thereafter as practicable.

9. **Termination.** This Plan of Merger may be terminated and the Merger abandoned by the sole stockholder or sole member, as the case may be, of any of the Subsidiary Entities or the Parent at any time prior to the Effective Time.

Signature Page Follows

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Agreement and Plan of Merger to be executed by their respective authorized parties as of the date first written above.

GOOD HEALTH OPERATING CORPORATION

By: [Signature]
Name: TERRY HUNT
Title: CEO

GOOD HEALTH NATURAL FOODS, INC.

By: [Signature]
Name: TERRY HUNT
Title: CEO

ENERGYWELL NATURAL FOODS, LLC

By: GOOD HEALTH OPERATING
CORPORATION, its Sole Member

By: [Signature]
Name: TERRY HUNT
Title: CEO

SOUTH OF FRANCE LLC

By: GOOD HEALTH OPERATING
CORPORATION, its Sole Member

By: [Signature]
Name: TERRY HUNT
Title: CEO



State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 3 0 2005

A handwritten signature in cursive script, reading "Bruce McPherson".

BRUCE MCPHERSON
Secretary of State

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GOOD HEALTH NATURAL FOODS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "GOOD HEALTH OPERATING CORPORATION" UNDER THE NAME OF "GOOD HEALTH NATURAL FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTILETH DAY OF DECEMBER, A.D. 2005, AT 1:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005, AT 12:01 O'CLOCK A.M.

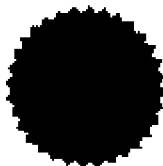
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 8 9 2005

3833084 8100W

051041541



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4393742

DATE: 12-21-05

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:57 PM 12/20/2005
 FILED 01:53 PM 12/20/2005
 SVS 010041361 - 2000004 FILE

CERTIFICATE OF MERGER
OF
GOOD HEALTH NATURAL FOODS, INC.
a California corporation
WITH AND INTO
GOOD HEALTH OPERATING CORPORATION
a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION/FORMATION</u> |
|-----------------------------------|---|
| Good Health Operating Corporation | Delaware |
| Good Health Natural Foods, Inc. | California |

SECOND: That an Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Good Health Operating Corporation, which shall hereinafter be changed to Good Health Natural Foods, Inc.

FOURTH: That the Certificate of Incorporation of Good Health Operating Corporation, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 41 Boulder Avenue, Monticello, NY 11768.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent entity.

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HUNG

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SEVENTH: The authorized capital stock of each foreign corporation which is a party to this merger is as follows:

| <u>Corporation</u> | <u>Class</u> | <u>No. of Shares</u> | <u>Par Value Per Share or Statement That Shares Are Without Par Value</u> |
|---------------------------------|--------------|----------------------|---|
| Good Health Natural Foods, Inc. | Common | 1,000,000 | No par value |

EIGHTH: That this Certificate of Merger shall be effective at 12:01 a.m., Eastern Standard Time, on December 29, 2005.

Dated: December 29, 2005

GOOD HEALTH OPERATING CORPORATION

By: 

Name: Terry Platt

Title: Chief Executive Officer



TOTAL P. 26

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

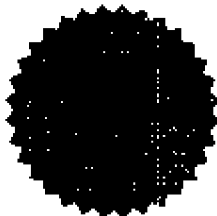
"GOOD HEALTH NATURAL FOODS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "GOOD HEALTH OPERATING CORPORATION" UNDER THE NAME OF "GOOD HEALTH NATURAL FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2005, AT 1:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3833884 8100M

051041581



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4393742

DATE: 12-21-05

TRADEMARK
REEL: 003299 FRAME: 0770

CERTIFICATE OF MERGER
OF
GOOD HEALTH NATURAL FOODS, INC.,
a California corporation,
WITH AND INTO
GOOD HEALTH OPERATING CORPORATION,
a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION/FORMATION</u> |
|-----------------------------------|--|
| Good Health Operating Corporation | Delaware |
| Good Health Natural Foods, Inc. | California |

SECOND: That an Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Good Health Operating Corporation, which shall hereinafter be changed to Good Health Natural Foods, Inc.

FOURTH: That the Certificate of Incorporation of Good Health Operating Corporation, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 81 Scudder Avenue, Northport, NY 11763.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent entity.

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SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

| <u>Corporation</u> | <u>Class</u> | <u>No. of Shares</u> | <u>Par Value Per Share or Statement That Shares Are Without Par Value</u> |
|--------------------------------------|--------------|----------------------|---|
| Good Health Natural Foods, Inc | Common | 1,000,000 | No par value |

EIGHTH: That this Certificate of Merger shall be effective at 12:01 a.m., Eastern Standard Time, on December 29, 2005.

Dated: December 20, 2005

GOOD HEALTH OPERATING CORPORATION

By: 

Name: Terry Hunt

Title: Chief Executive Officer

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ENERGYWELL NATURAL FOODS, LLC", A CALIFORNIA LIMITED LIABILITY COMPANY,

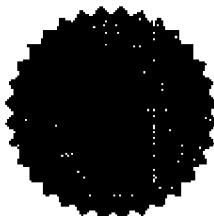
"SOUTH OF FRANCE LLC", A NEW YORK LIMITED LIABILITY COMPANY, WITH AND INTO "GOOD HEALTH OPERATING CORPORATION" UNDER THE NAME OF "GOOD HEALTH OPERATING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2005, AT 1:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3833884 8100M

051041605



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4393245

DATE: 12-21-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:52 PM 12/20/2005
FILED 01:52 PM 12/20/2005
SRV 051041605 - 3833884 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
DOMESTIC CORPORATION
AND
FOREIGN LIMITED LIABILITY COMPANIES

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Good Health Operating Corporation, a Delaware corporation, and the names of the limited liability companies being merged into this surviving corporation are (i) EnergyWell Natural Foods, LLC, a California Limited Liability Company, and (ii) South of France LLC, a New York Limited Liability Company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability companies.

THIRD: The name of the surviving corporation is Good Health Operating Corporation.

FOURTH: The Certificate of Incorporation of Good Health Operating Corporation, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The merger is to become effective at 12:01 a.m., Eastern Standard Time, on December 29, 2005.

SIXTH: The Agreement of Merger is on file at 81 Scudder Avenue, Northport, NY 11768, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by an authorized officer the 20th day of December, 2005.

GOOD HEALTH OPERATING CORPORATION

By: 

Name: Terry Hunt

Title: Chief Executive Officer

FILING RECEIPT

=====

ENTITY NAME: GOOD HEALTH NATURAL FOODS, INC.

DOCUMENT TYPE: MERGER (FOR BUSINESS)
PROCESS NAME

COUNTY: SUFF

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

CONSTITUENT NAME: SOUTH OF FRANCE LLC (ET AL)

=====

FILED:12/21/2005 DURATION:***** CASH#:051221001228 FILM #:051221001154

ADDRESS FOR PROCESS

EFFECT DATE

THE CORPORATION
81 SCUDDER AVENUE
NORTHPORT, NY 11768

12/29/2005

REGISTERED AGENT

| | | | | |
|-----------------------------|----------|--------|----------|--------|
| ===== | ===== | ===== | ===== | ===== |
| FILER | FEES | 120.00 | PAYMENTS | 120.00 |
| ----- | ---- | | | |
| | FILING | 60.00 | CASH | 0.00 |
| | TAX | 0.00 | CHECK | 120.00 |
| DONALD T MEIER ESQ | CERT | 0.00 | CHARGE | 0.00 |
| DECHERT LLP | COPIES | 10.00 | DRAWDOWN | 0.00 |
| CIRA CENTRE 2929 ARCH ST | HANDLING | 50.00 | OPAL | 0.00 |
| PHILADELPHIA, PA 19104-2808 | | | REFUND | 0.00 |
| | | | ----- | |

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6529412

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DOS-1025 (11/89)

State of New York } ss:
Department of State }

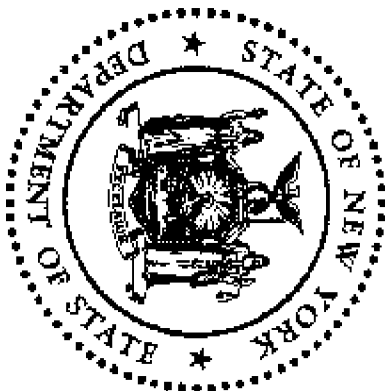
I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 22, 2005

CEC HEC

Special Deputy Secretary of State



CT-07

F05122100/054

CERTIFICATE OF MERGER
OF
SOUTH OF FRANCE LLC,
a New York limited liability company,
ENERGYWELL NATURAL FOODS, LLC,
a California limited liability company,
and
GOOD HEALTH NATURAL FOODS, INC.,
a California corporation,
WITH AND INTO
GOOD HEALTH OPERATING CORPORATION,
a Delaware corporation
UNDER SECTION 904-a OF THE BUSINESS CORPORATION LAW

FIRST: The name and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION/FORMATION</u> |
|-----------------------------------|--|
| South of France LLC | New York |
| EnergyWell Natural Foods, LLC | California |
| Good Health Natural Foods, Inc. | California |
| Good Health Operating Corporation | Delaware |

SECOND: The Articles of Organization of South of France LLC were filed with the New York Department of State on November 13, 2002.

THIRD: The Articles of Incorporation of Good Health Natural Foods, Inc. were originally filed with the California Secretary of State on September 30, 1992. Good Health Natural Foods, Inc. filed its Application for Authority with the New York Department of State on October 6, 2000. The Limited Liability Company Articles of Organization of EnergyWell Natural Foods, LLC were originally filed with the California Secretary of State on January 5, 2004. EnergyWell Natural Foods, LLC has not filed an Application for Authority with the New York Department of State.

FOURTH: The Certificate of Incorporation of Good Health Operating Corporation was originally filed with the Secretary of State of Delaware on July 27, 2004. Good Health Operating Corporation filed its Application for Authority with the New York Department of State on December 7, 2005.

FIFTH: The name of the surviving foreign corporation is Good Health Operating Corporation, a Delaware corporation, whose name shall be changed by action of the merger to Good Health Natural Foods, Inc.

SIXTH: An Agreement and Plan of Merger has been approved and executed by each of the domestic limited liability companies or other business entities that is a party thereto.

SEVENTH: The surviving foreign corporation may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic or foreign entity, previously amenable to suit in this state, that is a constituent entity in this merger, and for the enforcement that is provided in the Limited Liability Company Law of the right of members of any domestic limited liability company, shareholders of any domestic business corporation, or owners of any domestic other business entity to receive payment for their interests against the surviving foreign corporation.

EIGHTH: Pursuant to Section 306 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law or any applicable statute, the surviving foreign corporation will promptly pay to the shareholders of each domestic business corporation, members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, Limited Liability Company Law and any applicable statute relating to the right of shareholders, members and owners to receive payment for their interest.

NINTH: The Secretary of State of the State of New York is designated as agent of the surviving foreign corporation upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process served upon him or her is: 81 Scudder Avenue, Northport, NY 11768.

TENTH: The merger is permitted by the laws of the jurisdiction of incorporation or organization for each constituent foreign other business entity and foreign limited liability company and is in compliance therewith.

ELEVENTH: The Agreement and Plan of Merger is on file at the place of business of the surviving foreign corporation. The address of such foreign corporation is: 81 Scudder Avenue, Northport, NY 11768.

TWELFTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving foreign corporation on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

THIRTEENTH: The merger shall be effective on December 29, 2005.

IN WITNESS WHEREOF, this Certificate has been subscribed this 20th day of December, 2005 by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

SOUTH OF FRANCE LLC

By: GOOD HEALTH OPERATING
CORPORATION, its Sole Member

By: /s/ Terry Hunt
Name: Terry Hunt
Title: Chief Executive Officer

ENERGYWELL NATURAL FOODS, LLC

By: GOOD HEALTH OPERATING
CORPORATION, its Sole Member

By: /s/ Terry Hunt
Name: Terry Hunt
Title: Chief Executive Officer

GOOD HEALTH NATURAL FOODS, INC.

By: /s/ Terry Hunt
Name: Terry Hunt
Title: Chief Executive Officer

GOOD HEALTH OPERATING CORPORATION

By: /s/ Terry Hunt
Name: Terry Hunt
Title: Chief Executive Officer

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CERTIFICATE OF MERGER
OF
SOUTH OF FRANCE LLC,
a New York limited liability company,
ENERGYWELL NATURAL FOODS, LLC,
a California limited liability company,
and
GOOD HEALTH NATURAL FOODS, INC.,
a California corporation

WITH AND INTO
GOOD HEALTH OPERATING CORPORATION,
a Delaware corporation

UNDER SECTION 904-a OF THE BUSINESS CORPORATION LAW

Filed by: Donald T. Meier, Esq.
Dechert LLP
(Name)

Cira Centre, 2929 Arch Street
(Mailing address)

Philadelphia, PA 19104-2808
(City, State and ZIP code)

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 21 2005

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